



Bhagyanagar Gas Ltd.

BHAGYANAGAR GAS LTD

A JOINT VENTURE OF GAIL (India) Ltd. & HPCL

NOTICE

Notice is hereby given that 21st Annual General Meeting (AGM) of the Members of Bhagyanagar Gas Limited will be held on Monday, 30th September 2024 at 3.00 P.M.(IST) at the registered office of the Company situated at 2nd floor, Parisrama Bhawan, TSIDC Building, Basheer Bagh, Hyderabad-500 004 through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) to transact the following businesses: -

ORDINARY BUSINESS: -

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors' and Auditors' Report there on and to pass the following resolution as an Ordinary Resolution:-

“RESOLVED THAT Audited Financial Statements for the financial year ended 31st March 2024 and the report of the Board of Directors and Auditors Report there on be and are hereby received, considered and adopted.”

2. To appoint a director in place of Shri. Ashish Kumar Purwar (10159925), who retires by rotation and being eligible, offers himself for re-appointment and to pass the following resolution as an Ordinary Resolution:-

“RESOLVED THAT, Shri. Ashish Kumar Purwar (10159925) who offers himself for re-appointment be and is hereby re-appointed as Director of the Company liable to retire by rotation.”

3. To authorize Board of Directors of the Company to fix the remuneration of Statutory Auditors of the Company to be appointed by Comptroller and Auditor General of India for the financial year 2024-25, in terms of the provisions of Section 142 of the Companies Act, 2013 and to pass the following resolution as an Ordinary Resolution:-

“RESOLVED THAT the Board of Directors of the company be and is hereby authorized to fix the remuneration of Statutory Auditors of the Company to be appointed by Comptroller and Auditor General of India for the financial year 2024-25.”

SPECIAL BUSINESS: -

4. Ratification of payment of Remuneration to Cost Auditor for the F.Y's 2023-24 , 2024-25 ; 2025-26 :-

To consider, and if thought fit, to pass with or without modification(s), the following resolutions an Ordinary Resolution:-

“RESOLVED THAT, pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s Ramarao & Co, Cost & Management Accountants,(Firm's PAN number AYNPK6702C and firm registration number is 003203) was appointed as Cost Auditors of the Company for the years 2023-24 , 2024-25 ; 2025-26 and the remuneration payable to the Cost Auditor(s) by the Board of Directors of the Company to conduct the audit of the cost records of the Company amounting to Rs. 45,000 per year plus applicable taxes excluding XBRL charges be and is hereby approved/ ratified.”

For BHAGYANAGAR GAS LTD.

Malleswamy
Company Secretary

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

**By order of the Board
(Bhagyanagar Gas Limited)**

**Place: Hyderabad
Date : 6th September 2024**

**Malleswari G
Company Secretary**

**Registered Office
Parisrama Bhavan,
2nd Floor, TSIDC Building,
Basheer Bagh,
Hyderabad -500 004**

NOTES

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 (the “Act”), in respect of the Special Business to be transacted at the Annual General Meeting (“AGM”) is annexed hereto. Details of Directors whose appointment is proposed pursuant to Secretarial Standards on General Meeting (SS-2) is also provided.
2. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated December 28, 2022 read with circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, the Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC/OAVM.

The Ministry of Corporate Affairs (“MCA”) has vide its circular no 09/2023 dated 25th September 2023 read with circular dated December 28, 2022 and Circular No 14/2020 dated April 08, 2020 and April 13, 2020 General Circular No.03/2022 dated 5 th May 2022, General Circular No. 11/2022 and December 28, 2022 (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, and MCA Circulars, the EGM of the Company is being held through VC/OAVM.

3. Since the AGM is being held through VC/OAVM, without physical attendance of Members, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. In compliance with the aforesaid MCA Circulars dated January 05, 2023 Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / National Securities Depositories Limited (NSDL) (“Depositories”). Members may note that the Notice and Annual Report 2023- 24 will also be available on the Company’s website at www.blgas.com.

5. **Members holding shares in physical form are requested to consider converting their holding to dematerialized form, by writing a letter to Company Secretary or M/s KFin Technologies Limited, Tower – B, Plot No. 31 & 32 Survey No. 116/22, 115/24, 115/25 Financial District, Nanakramguda Hyderabad, Telangana, India - 500 032**
6. Corporate members are required to send to the Company, a certified copy of the Board Resolution/ Authorised nomination Letter pursuant to section 113 of the Companies Act 2013, through e-mail at malleswari@bglgas.com or by post addressing to Company Secretary.
7. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act , 2013
9. Since the AGM is being held through VC/OAVM, the Route Map is not annexed in this Notice.

ANNEXURE TO THE NOTICE BRIEF RESUME OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO SS-2 OF THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

Item no.2 of the Notice Shri. Ashish Kumar Purwar (10159925) information about the appointee:-

Qualifications	Chartered Accountant, Cost Accountant and Law Graduate.
Experience	32
Date of First Appointment in BGL	12-05-2023
Relationship with Other Key Managerial Personnel (KMPs) and Directors	No relationship with other Key Managerial Personnel (KMPs) and Directors
Shareholding in the Company (BGL).	NIL
Other Director ship in other Companies	NIL
No.of meetings of the Board attended from 01-04-2023 to 31-03-2024 after from the date of his appointment.	13

For BHAGYANAGAR GAS LTD.

 Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 :-

ITEM NO. 4

The Board appointed in its 140th Board Meeting held on 14th September 2023 M/s Ramarao & Co, Cost & Management Accountants, (Firm's PAN number AYNPK6702C and firm registration number 003203) as Cost Auditors for conducting the audit of cost records of the company for 3 financial years 2023-24 ;2024-25; 2025-26 at a remuneration of Rs. 45,000/- per annum (Rupees forty Five Thousand) excluding XBRL Charges.

Pursuant to Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, members of the company are required to ratify the remuneration to be paid to the cost auditors of the company every year.

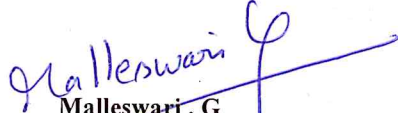
In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors must be ratified the shareholders of the Company. Accordingly, the members are requested to ratify the remuneration as approved by the Board for 3 financial years 2023-24;2024-25; 2025-26 at a remuneration of Rs. 45,000/- per annum (Rupees forty-Five Thousand) excluding XBRL Charges.

None of the Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the item no 4

Accordingly, the Board of Directors recommends the resolution set out in Item no.4 for your approval.

Your directors recommend the resolution for approval of shareholders as an ordinary resolution.

**By order of the Board
(Bhagyanagar Gas Limited)**


Malleswari. G
Company Secretary

**Place: Hyderabad
Date : 6th September 2024**